

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.

Debtor.

Chapter 11

Case No. 01-1139 (JKF)

Jointly Administered

Objection Date: July 18, 2005 at 4:00 p.m.

Hearing: Scheduled if Necessary (Negative Notice)

**NOTICE OF FILING OF
TWELFTH MONTHLY INTERIM APPLICATION OF
CIBC WORLD MARKETS CORP., FINANCIAL ADVISOR TO
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE**

TO: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimant; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; and (7) Counsel to the Debtors-in-Possession Lender; and (8) the Fee Auditor

CIBC World Markets Corp., financial advisor to David T. Austern, in his capacity as the Court-appointed legal representative for future asbestos claimants (the “FCR”), has filed and served its Twelfth Monthly Application of CIBC World Markets Corp. for Compensation for Services Rendered and Reimbursement of Expenses as financial advisor to the FCR for the time period May 1, 2005 through May 31, 2005 seeking payment of fees in the amount of \$80,000.00 (80% of \$100,000.00) and reimbursement of expenses in the amount of \$2,926.99 (the “Application”) for a total of \$82,926.99.

This Application is submitted pursuant to this Court’s Administrative Order, as Amended, Under 11 U.S.C. Sections 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members dated April 17, 2002 (the “Administrative Order”).

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Fifth Floor, Wilmington, DE 19801, on or before **July 18, 2005 at 4:00 p.m., Eastern Time.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel to David T. Austern, FCR, Roger Frankel, Esquire, Richard H. Wyron, Esquire, Swidler Berlin LLP, 3000 K Street, NW, Suite 300, Washington, DC 20007; (ii) co-counsel for the Debtors, David M. Bernick, Esquire, Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, IL 60601 and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones, P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705; (iii) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982 and Michael R. Lastowski, Esquire, Duane Morris, LLP, 1100 N. Market Street, Suite 1200, Wilmington, DE 19801-1246; (iv) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899; (v) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, NY 10022 and Mark Hurford, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, DE 19801; (vi) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, IL 60606 and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue,

Suite 900, P.O. Box 25130, Wilmington, DE 19899; (vii) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, NY 10022; (viii) the Office of the United States Trustee, ATTN: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, DE 19801; and (ix) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates Republic Center, 325 N. St. Paul, Suite 4080, Dallas, TX 75201.

Any questions regarding this Notice or attachments may be directed to undersigned counsel.

SWIDLER BERLIN LLP

By: 

Roger Frankel, *admitted pro hac vice*
Richard H. Wyron, *admitted pro hac vice*
3000 K Street, NW, Suite 300
Washington, DC 20007
(202) 424-7500
Counsel to David T. Austern,
As Future Claimants' Representative

Dated: June 28, 2005

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u>)	Case No. 01-1139 (JKF)
)	Jointly Administered
)	
Debtor.)	Objection Date: July 18, 2005 at 4:00 p.m.
)	Hearing: Scheduled if Necessary (Negative Notice)

TWELFTH MONTHLY INTERIM APPLICATION OF
CIBC WORLD MARKETS CORP., FINANCIAL ADVISOR
TO DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE, FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
MAY 1, 2005 THROUGH MAY 31, 2005

Name of Applicant:	CIBC World Markets Corp.
Authorized to Provide Professional Services to:	David T. Austern, Future Claimants' Representative
Date of Retention:	June 4, 2004
Period for which compensation and reimbursement is sought:	May 1, 2005 – May 31, 2005
80% of Compensation sought as actual, reasonable and necessary:	\$80,000.00 ¹
100% of Expense Reimbursement sought as actual, reasonable and necessary:	\$2,926.99
This is a <u> x </u> monthly <u> </u> interim <u> </u> final application	

¹ Pursuant to administrative Order, absent timely objections, the Debtor is authorized and directed to pay 80% of fees and 100% expenses.
CIBC's total fee for this period is \$100,000.00.

COMPENSATION BY PROJECT CATEGORY (Exhibit A, Time Detail)

MAY 2005

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees²</u>
Business Operations Related	125.50	NA
Financial Analysis Related	90.25	NA
Hearing Attendance	1.00	NA
TOTAL	216.75	NA

EXPENSE SUMMARY (Exhibit B, Expense Detail)

MAY 2005

<u>Expense Category</u>	<u>Total</u>
Meals	\$ 240.28
Air fare	883.35
Hotel	530.70
Transportation	10.00
Telephone	83.78
Research	80.16
Desktop Publishing & Document Production	1,098.72
Total Expenses:	\$ 2,926.99

Respectfully submitted,

CIBC WORLD MARKETS CORP.

By: _____

Joseph J. Radecki, Jr.
 300 Madison Avenue
 New York, New York 10017
 (212) 885-4744
 Financial Advisor to David T. Austern
 Future Claimants' Representative

Dated: _____, 2005

² CIBC does not bill on an hourly basis; therefore, a calculation of total fees by hour, by category is not applicable.

EXHIBIT A

Professional	Date	Hours	Category	Description
Ritwik Chatterjee	5/1/2005	4.3	Business Operations	Prepare report to FCR; related financial analysis
David Jaffee	5/1/2005	6.0	Financial Analysis	Financial analysis in connection with Preparation of report to FCR
Joseph Radecki	5/2/2005	6.3	Business Operations	Review and prepare FCR report; review related financial analysis; review pension information and documents
Jonathan Brownstein	5/2/2005	8.5	Due Diligence Review	Review of Grace due diligence to date and industry/competitor review; update of FCR presentation
Ritwik Chatterjee	5/2/2005	9.3	Business Operations	Prepare report to FCR; related financial analysis
David Jaffee	5/2/2005	8.3	Financial Analysis	Financial analysis in connection with Preparation of report to FCR
Joseph Radecki	5/3/2005	6.3	Business Operations	Review of March 2005 Monthly Operating Report; Review of document on Bermuda issue from Blackstone; Review financial analysis
Jonathan Brownstein	5/3/2005	7.0	Financial Analysis	Review/update of valuation analysis for Q1; Review of March 2005 Monthly Operating Report; Review of Bermuda claim
Ritwik Chatterjee	5/3/2005	10.0	Business Operations	Review of March 2005 Monthly Operating Report; Materials on Bermuda issue from Blackstone; Prepare report to FCR; related financial analysis
David Jaffee	5/3/2005	7.3	Financial Analysis	Review monthly operating report and analyze vs. prior periods; assist in financial analysis and drafting of FCR report
Joseph Radecki	5/4/2005	4.0	Business Operations	Travel to meeting with FCR
Jonathan Brownstein	5/4/2005	4.0	Business Operations	Travel to meeting with FCR
Ritwik Chatterjee	5/4/2005	4.0	Business Operations	Travel to meeting with FCR
Joseph Radecki	5/5/2005	7.0	Business Operations	Detailed Review of Grace with FCR (incl. Return travel); Financial call with Company management & Blackstone
Jonathan Brownstein	5/5/2005	7.0	Business Operations	Detailed Review of Grace with FCR (including return travel time); Q1 Conference Call with Management
Ritwik Chatterjee	5/5/2005	6.8	Business Operations	Detailed Review of Grace with FCR (including travel Washington - NY); Q1 financial review call with Company
Jonathan Brownstein	5/6/2005	3.3	Business Operations	Review of pension motion and documents; internal discussions re: same
Ritwik Chatterjee	5/6/2005	4.0	Business Operations	Review and analysis of pension motion and documents; CIBC team meeting re: same matter
Ritwik Chatterjee	5/9/2005	2.5	Business Operations	Review and analysis of pension motion and documents
David Jaffee	5/9/2005	4.0	Business Operations	Financial analysis of industry; Analysis of pension issues
Joseph Radecki	5/10/2005	2.0	Business Operations	Review and analysis of pension motion and documents
Ritwik Chatterjee	5/10/2005	3.8	Business Operations	Review and analysis of pension motion and documents
David Jaffee	5/10/2005	3.3	Business Operations	Analysis of pension issues
Jonathan Brownstein	5/11/2005	2.5	Financial Review	Financial analysis; Review of industry/competitors
Joseph Radecki	5/12/2005	4.3	Financial Review	Internal discussions re industry/competitors; Review and analysis of pension motion and documents
Jonathan Brownstein	5/12/2005	3.5	Financial Review	Financial analysis; Review of industry/competitors
Ritwik Chatterjee	5/12/2005	3.8	Financial Review	Review of industry/competitors and comparable results
David Jaffee	5/12/2005	5.0	Financial Analysis	Financial analysis; Review of industry/competitors
Jonathan Brownstein	5/13/2005	3.0	Business Operations	Review and analysis of pension motion and documents
David Jaffee	5/13/2005	6.3	Financial Analysis	Financial analysis; Review of industry/competitors
Joseph Radecki	5/16/2005	0.5	Business Operations	Call with JB re: hearing update
Jonathan Brownstein	5/16/2005	1.0	Hearing Attendance	Hearing attendance via telephone; internal discussion with JR re: same
David Jaffee	5/16/2005	4.8	Financial Analysis	Financial analysis; Review of industry/competitors
David Jaffee	5/17/2005	3.0	Business Operations	Review of industry/competitors
Jonathan Brownstein	5/18/2005	1.5	Business operations	Review Siegel motion
David Jaffee	5/18/2005	1.0	Business Operations	Review Siegel motion
Joseph Radecki	5/19/2005	1.0	Business operations	Review motion on Siegel
Jonathan Brownstein	5/19/2005	3.0	Financial Analysis	Financial analysis; Review of competitors
Ritwik Chatterjee	5/19/2005	2.0	Business operations	Review Siegel motion
David Jaffee	5/19/2005	5.0	Financial Analysis	Financial analysis of competitors
Ritwik Chatterjee	5/20/2005	3.0	Financial Analysis	Various financial analysis
Ritwik Chatterjee	5/23/2005	1.8	Financial Analysis	Various financial analysis
Joseph Radecki	5/24/2005	1.8	Financial Analysis	Review financial analysis
Jonathan Brownstein	5/24/2005	2.0	Business Operations	Review Cytec motion; internal discussions re: same
David Jaffee	5/24/2005	2.0	Business Operations	Read motion regarding; internal discussions re: same
Joseph Radecki	5/25/2005	1.0	Business Operations	Review motion on Cytec; internal CIBC team meeting re: Cytec
Jonathan Brownstein	5/25/2005	1.5	Business Operations	Review Cytec motion
Ritwik Chatterjee	5/25/2005	1.3	Business Operations	Review Cytec motion; internal CIBC team meeting re: same matter
David Jaffee	5/25/2005	1.0	Business Operations	Review Cytec Industries' motion
Ritwik Chatterjee	5/26/2005	2.5	Financial Analysis	Various financial analysis
David Jaffee	5/26/2005	4.0	Financial Analysis	Various financial analysis
Joseph Radecki	5/27/2005	2.0	Financial Review	Review of industry competitors and related analysis
Jonathan Brownstein	5/27/2005	2.3	Financial Review	Financial analysis; Review of industry
Ritwik Chatterjee	5/27/2005	2.0	Financial Review	Review of industry competitors and related analysis
David Jaffee	5/27/2005	4.5	Financial Analysis	Various financial analysis
Joseph Radecki	5/30/2005	1.5	Business Operations	Review of industry competitors and related analysis
Ritwik Chatterjee	5/30/2005	0.8	Business Operations	Review Grace docket
Joseph Radecki	5/31/2005	0.8	Business Operations	Internal meeting with JB re: multiple case issues
Jonathan Brownstein	5/31/2005	1.8	Business Operations	Review Grace docket; internal discussion with JR re: various case matters

EXHIBIT B**W.R. Grace & Co.****CIBC Expense Detail Report (May 1, 2005 – May 31, 2005)****(Dates represent expense posting date)****Travel Meals**

Rit Chatterjee	05/25/05	16.18	
Rit Chatterjee	05/25/05	9.02	
Joe Radecki (group meal)	05/30/05	200.00	
Joe Radecki	05/30/05	<u>15.08</u>	
Subtotal Meals:			\$ 240.28

Air fare

Jon Brownstein	05/25/05	294.45	
Rit Chatterjee	05/25/05	294.45	
Joe Radecki	05/30/05	<u>294.45</u>	
Subtotal Air fare:			\$ 883.35

Hotel

Jon Brownstein	05/25/05	176.90	
Rit Chatterjee	05/25/05	176.90	
Joe Radecki	05/30/05	<u>176.90</u>	
Subtotal Hotel:			\$ 530.70

Transportation

Rit Chatterjee (taxi)	05/25/05	<u>10.00</u>	
Subtotal Transportation:			\$ 10.00

Telephone

Rit Chatterjee	05/25/05	<u>83.78</u>	
Subtotal Telephone:			\$ 83.78

Research

Courts Pacer Service Center	05/06/05	<u>80.16</u>	
Subtotal Research:			\$ 80.16

Desktop Publishing & Document Production

David Jaffee	05/31/05	<u>1,098.72</u>	
Subtotal Desktop Publishing & Document Production:		<u><u>\$1,098.72</u></u>	

TOTAL EXPENSES:		<u>\$2,926.99</u>
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**THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u>,)	Case No. 01-01139 (JKF)
)	
Debtors.)	(Jointly Administered)

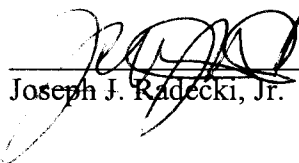
AFFIDAVIT

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

Joseph J. Radecki Jr. being duly sworn, deposes and says:

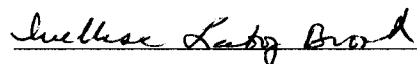
1. I am a managing director of CIBC World Markets Corp. ("CIBC"), Financial Advisor to David T. Austern, the Future Claimants' Representative in the above captioned case.
2. No agreement or understanding in any form or guise exists between CIBC and any other person for a division of compensation for services rendered in or in connection with this proceeding, and that no such division of compensation prohibited by §504 of the Bankruptcy Code will be made by CIBC, except with employees of CIBC.
3. I hereby state, in accordance with §504 of the Bankruptcy Code, that CIBC has not entered into any agreement, express or implied, with any other party in interest, including the Debtors herein, any creditor or the representative of any of them, or with any attorney for such party in interest in the proceeding, for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the assets of the estate to any party in interest in the within proceeding for services rendered in connection herewith.

4. I have reviewed the Twelfth Monthly Interim Application of CIBC World Markets Corp. for the time period May 1, 2005 through May 31, 2005 and state that the information set forth therein is true and correct to the best of my knowledge, information and belief.



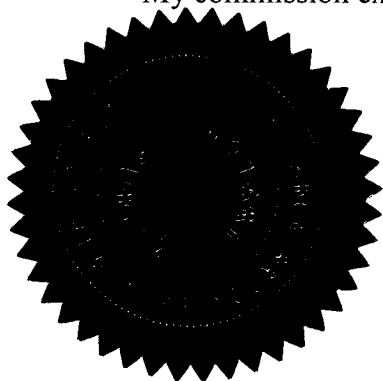
Joseph J. Radecki, Jr.

Sworn to and subscribed before me
this 27th day of June, 2005



My commission expires:


Notary Public for the State of New York
Commission Expires: June 10, 2005



CERTIFICATE OF SERVICE

I, DEBRA O. FULLEM, do hereby certify that I am over the age of 18, and that on June 28, 2005, I caused the *Notice, Twelfth Monthly Interim Application of CIBC World Markets Corp., Financial Advisor to David T. Austern, Future Claimants' Representative, for Compensation for Services Rendered and Reimbursement of Expenses for the time period May 1, 2005 through May 31, 2005, Affidavit, Exhibit A, and Exhibit B*, to be served upon those persons as shown on the attached Service List in the manner set forth therein.

Under penalty of perjury, I certify the foregoing to be true and correct.



Debra O. Fullem, Senior Legal Assistant
Swidler Berlin LLP

SERVICE LIST

Federal Express

Laura Davis Jones, Esquire
David W. Carickhoff, Jr., Esquire
Pachulski, Stang, Ziehl, Young & Jones P.C.
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705

Regular Mail

Vito I. DiMaio
Parcels, Inc.
10th & King Streets
P.O. Box 27
Wilmington, DE 19899

Federal Express

Frank J. Perch, Esquire
Office of the United States Trustee
844 King Street, Room 2311
Wilmington, DE 19801

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